

## SCHEDULE 3.8.10

### COMPLIANCE WITH WATER STANDARDS

#### I. COMPLIANCE WITH PRIMARY DRINKING WATER STANDARDS

- A. Oak Valley: IEPA issued Violation Notice on May 9, 1997, re: sanitary sewage overflowed from collection system. On July 7, 1997, IEPA accepted Citizens' remedial work plan. All items in plan are substantially complete.
- B. Ridgecrest WRF: IEPA issued Violation Notice on May 20, 1997, re: nine violations (BOD, TSS, pH) from 11-30-96 to 3-31-97. All items in Compliance Commitment Agreement completed. IEPA accepted same on July 25, 1997.
- C. Arrowhead Water System: Monitoring violation. During the June 1<sup>st</sup> through September 30<sup>th</sup>, 1998 monitoring period, Citizens failed to submit the required number of lead and copper samples. Of the ten required samples, only nine were submitted. Although all nine samples met acceptable limits for lead and copper, public notice was required. Steps were taken to ensure that adequate monitoring is performed in the future.
- D. Dupage Water System: One sample tested positive for fecal coliform in July, 1998. Resampling produced another sample with total coliform bacteria. Citizens believes that contamination was isolated to a sampling station for sampling purposes. The sampling station was physically removed from the water system. No further action was required.
- E. Moreland Water System: From the July 1<sup>st</sup> through December 31<sup>st</sup>, 1998, lead and copper were not sampled as required. Upon being notified by the Illinois EPA, the violation was immediately corrected and the water supply was correctly analyzed for lead and copper. Results of the analysis were properly reported.
- F. Hollis Water System: A bacteriological sample tested positive for total coliform in July, 1999. Of the four distribution resamples, one tested positive for total coliform. A subsequent round of four distribution samples came back non-detect. The chlorine dosage rate was increased and a public notice was issued. Increased sampling for coliform will continue as required by IEPA.
- G. Lead Paint Remediation: Remediation recently completed for lead paint release from water storage tank painting project. Painting contractor assumed responsibility and completed remediation. Awaiting approval and closure from IEPA.

II. COMPLIANCE WITH SECONDARY DRINKING WATER STANDARDS

- A. Results for any secondary parameters that have been taken are included in the water quality test results files.

III. REMEDIATION OF OUTSTANDING VIOLATIONS

None.

**SCHEDULE 3.8.11**

**DEED RESTRICTIONS**

None.

**ADDITIONS TO**  
**SCHEDULE 3.9 (SELLER PARTIES' CONSENTS)**

1. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Arbury.
2. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Arrowhead.
3. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Chicago Suburban.
4. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Country Club Highlands.
5. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Derby Meadows.
6. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for DuPage Utility.
7. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Fernway.
8. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Liberty Ridge.
9. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Lombard Heights.
10. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Valley View.
11. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Waycinden.
12. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocation for West Suburban/Santa Fe.
13. Non-Hazardous Special Waste Hauling Permit No. 0698, issued to Citizens Utilities Company of Illinois by the Illinois EPA, expires November 30, 2000.

Illinois

14. FCC Radio Station License (Ohio IG conventional industrial), issued on March 20, 1998, to Citizens Utilities Company of Illinois, call sign KRI938, File no. 9604D032109, expires March 20, 2003.
15. National Pollutant Discharge Elimination System (NPDES) Permit, re: West Suburban #1, expires November 30, 2000.
16. National Pollutant Discharge Elimination System (NPDES) Permit IL0031551, re: Valley Marina, expires August 31, 2002.
17. National Pollutant Discharge Elimination System (NPDES) Permit, re: Santa Fe Reclamation Facility, expires November 30, 2000.
18. National Pollutant Discharge Elimination System (NPDES) Permit, re: River Grange, expires July 31, 2001.
19. National Pollutant Discharge Elimination System (NPDES) Permit, re: Ridgecrest, expires April 30, 2002.
20. National Pollutant Discharge Elimination System (NPDES) Permit, re: Oak Valley, expires July 31, 2001.
21. National Pollutant Discharge Elimination System (NPDES) Permit, re: Nettle Creek, expires September 30, 2003.
22. National Pollutant Discharge Elimination System (NPDES) Permit, re: Essington Commons, expired November 30, 1998 (renewal permit application has been submitted).
23. National Pollutant Discharge Elimination System (NPDES) Permit, re: Derby Meadows, expires November 30, 2001.
24. National Pollutant Discharge Elimination System (NPDES) Permit, re: Chickasaw, expires August 31, 2001.
25. National Pollutant Discharge Elimination System (NPDES) Permit, re: Arbury (Permit No. IL0032778), expires November 30, 2004.
26. National Pollutant Discharge Elimination System (NPDES) Permit, re: West Suburban #2 IL0031551, expires November 30, 2000.

27. Special Exception Permits: CUCI possesses these permits for most of its well water systems. These permits exempt CUCI from the requirements to take Synthetic Organic Chemicals (SOCs) and Volatile Organic Chemicals (VOCs) for a two-year period.
28. Public Water Supply Construction Permit, No. 0448-FY1999, Illinois EPA, issued on October 7, 1998 to Citizens Utilities Company of Illinois.
29. Public Water Supply Construction Permit, No. 1537-FY1999, Illinois EPA, issued on April 15, 1999 to Citizens Utilities Company of Illinois.
30. Water Pollution Control Permit, No. 1998-SC-0380, Illinois EPA, re: Land Application of Sewage Sludge, issued April 21, 1998, expires March 31, 2003.
31. Water Pollution Control Permit, No. 1999-GB-1836, Illinois EPA, issued on March 1, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
32. Water Pollution Control Permit, No. 1999-GB-1835, Illinois EPA, issued on June 4, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
33. Water Pollution Control Permit, No. 1999-GB-4364, Illinois EPA, issued on September 24, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
34. Water Pollution Control Permit, No. 1999-HB-4733, Illinois EPA, issued on September 23, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
35. Water Pollution Control Permit, No. 1999-HB-3911, Illinois EPA, issued on July 2, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
36. Water Pollution Control Permit, No. 1998-HB-0338, Illinois EPA, issued on March 19, 1998 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
37. Water Pollution Control Permit, No. 1999-HB-3982, Illinois EPA, issued on July 20, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
38. Water Pollution Control Permit, No. 1999-HB-3219, Illinois EPA, issued on March 23, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
39. Water Pollution Control Permit, No. 1999-HB-4156, Illinois EPA, issued on August 6, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
40. Water Pollution Control Permit, No. 1999-HB-4333, Illinois EPA, issued on August 12, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]

41. Water Pollution Control Permit, No. 1999-HB-4673, Illinois EPA, issued on September 1, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
42. Water Pollution Control Permit, No. 1999-HB-4820, Illinois EPA, issued on September 29, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
43. Water Pollution Control Permit, No. 1999-HB-4178, Illinois EPA, issued on July 21, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
44. Water Pollution Control Permit, No. 1999-HB-5103, Illinois EPA, issued on November 3, 1999 to Citizens Utilities Company of Illinois (LaGrou Bolingbrook, LLC). [Prior notice required for transfer.]
45. Water Pollution Control Permit, No. 1999-HB-5059, Illinois EPA, issued on November 4, 1999 to Citizens Utilities Company of Illinois (Morey Realty Group, Inc.). [Prior notice required for transfer.]
46. Water Pollution Control Permit, No. 1999-HB-5347, Illinois EPA, issued on December 23, 1999 to Citizens Utilities Company of Illinois (IDI). [Prior notice required for transfer.]
47. Water Pollution Control Permit, No. 1999-HB-5223, Illinois EPA, issued on December 7, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
48. Water Pollution Control Permit, No. 1999-HB-5315, Illinois EPA, issued on November 17, 1999 to Citizens Utilities Company of Illinois. [Prior notice required for transfer.]
49. Water Pollution Control Permit, No. 2000-HB-5620, Illinois EPA, issued on January 7, 2000 to Citizens Utilities Company of Illinois (F.U.B. Partnership). [Prior notice required for transfer.]
50. Illinois EPA Operating Permit No. 0405-FY2000, issued December 14, 1999, re: Citizens West Suburban DVN.
51. Illinois EPA Operating Permit No. 0833-FY2000, issued December 14, 1999, re: Citizens Homer Township.
52. Illinois EPA Operating Permit No. 2270-FY1999, issued December 14, 1999, re: Citizens West Suburban DVN.
53. Illinois EPA Operating Permit No. 0338-FY2000, issued December 14, 1999, re: Citizens West Suburban DVN.

Illinois

54. Illinois EPA Operating Permit No. 1536-FY1999, issued December 14, 1999, re: Citizens West Suburban DVN.
55. Illinois EPA Operating Permit No. 1580-FY1999, issued December 14, 1999, re: Citizens West Suburban DVN.
56. Illinois EPA Operating Permit No. 1999-FY1999, issued December 14, 1999, re: Citizens Santa Fe DVN.
57. Illinois EPA Operating Permit No. 2101-FY1999, issued December 14, 1999, re: Citizens Santa Fe DVN.
58. Illinois EPA Operating Permit No. 2348-FY1999, issued December 14, 1999, re: Citizens Santa Fe DVN.
59. Public Water Supply Construction Permit, No. 1178-FY2000, Illinois EPA, issued on December 29, 1999 to Citizens Utilities Company of Illinois.
60. Public Water Supply Construction Permit, No. 0723-FY2000, Illinois EPA, issued on November 2, 1999, to Citizens Utilities Company of Illinois.
61. Public Water Supply Construction Permit, No. 0904-FY2000, Illinois EPA, issued on November 16, 1999, to Citizens Utilities Company of Illinois.
62. Public Water Supply Construction Permit, No. 0826-FY2000, Illinois EPA, issued on November 5, 1999, to Citizens Utilities Company of Illinois.
63. Public Water Supply Construction Permit, No. 0833-FY2000, Illinois EPA, issued on November 2, 1999, to Citizens Utilities Company of Illinois.
64. Metropolitan Water Reclamation District of Greater Chicago, Permit No. 99-508, issued to Citizens Utilities Company of Illinois on December 10, 1999, re: Hunter Ridge Park.



## SCHEDULE 3.9

### SELLER PARTIES' CONSENTS

- I. Illinois Commerce Commission
- II. Federal Communications Commission
  - A. FCC Radio Station License (Ohio IG conventional industrial), issued on March 20, 1998 to Citizens Utilities Company of Illinois, call sign KRI938, File no. 9604D032109, expires March 20, 2003.
- III. Contracts
  - A. DuPage Water Commission
    - 1. Water Purchase and Sale Contract, re: Arrowhead System
    - 2. Water Purchase and Sale Contract, re: Country Club System
    - 3. Water Purchase and Sale Contract, re: DuPage Lisle System
    - 4. Water Purchase and Sale Contract, re: Lombard System
    - 5. Water Purchase and Sale Contract, re: Valley View System
    - 6. Water Purchase and Sale Contract, re: Liberty Ridge West System
  - B. Water Supply Service Agreement, re: Alpine Heights Subdivision
  - C. Village of Tinley Park
    - 1. Bulk Wastewater Treatment Service Agreement
    - 2. Water Supply Contract
  - D. Village of Bolingbrook
    - 1. Agreement for the Delivery of Water, as amended
    - 2. Asset Purchase and Exchange Agreement
    - 3. Water Storage and Transportation Agreement
  - E. Board of Education of Lisle Community Unit School District No. 202, DuPage County, IL, Lease Agreement
  - F. Village of Bedford Park, Water Supply and Purchase Agreement
  - G. Village of Oak Lawn and City of Oak Forest, Water Supply Contract

- H. City of Chicago, Water Supply Contract, re: Moreland Subdivision
- I. AT&T Wireless PCS, Inc., Communications Site License Agreement, re: 2S635 Lloyd Avenue, Lombard
- J. Fox River Water Reclamation District, Domestic Sewage Treatment and Sewer Service Agreement
- K. Village of Romeoville, Wholesale Wastewater Transportation and Treatment Services Agreement
- L. AT&T Credit Corporation, Master Equipment Lease Agreement and Schedule (Lease #M507209).
- M. Suburban Buick Co., Motor Vehicle Lease Agreement
- N. Canon Financial Services, Inc., Lease Agreement
- O. Orchard Hill Building Company, Grant of Easement and Agreement for Construction, Operation and Use of Sanitary Sewer
- P. Hazra Environmental Services, Inc., Engineering Services Agreement
- Q. Village of Mokena, Agreement, re: service area boundaries
- R. Easement Agreement, dated January 31, 1999, by and between Metropolitan Water Reclamation District of Greater Chicago and Citizens Lake Water Company.
- S. United States of America (Argonne National Laboratory)
- T. Construction Agreements:
  - 1. Agreement, dated October 19, 1998, between Advance Tank and Construction Co. and Citizens Utilities Company of Illinois, re: construction of 4 MG standpipe for Lake water supply to Homer Township.
  - 2. Agreement, dated September 16, 1999, between Gaskill and Walton Construction Company and Citizens Utilities Company of Illinois, re: construction of booster station for Lake water supply to Homer Township.

3. Agreement, dated August 20, 1999, between Citizens Utilities Company of Illinois and S. Schroeder Trucking Inc., re: construction of a 12" water main that will supply Citizens' Liberty Ridge service area with Lake water.
  4. Agreement, dated March 1, 1999, between Joseph J. Henderson & Son, Inc and Citizens Utilities Company of Illinois, re: construction of modifications to the lift station, a new clarifier, and related facilities at the Chickasaw WRF.
  5. Contract, dated February 24, 1999, between Jetco, Ltd. and Citizens Utilities Company of Illinois, re: tank painting.
  6. Engineering Services Agreement, dated February 15, 1996, between Harza Environmental Services, Inc. and Citizens Water Resources Company, re: Lake water transmission system.
  7. Contract, dated June 30, 1999, between Citizens Utilities Company of Illinois and The Flolo Corporation, re: installation of transfer switches and receptacles for Y2K emergency generation.
  8. Contract, dated February 10, 1999, between Citizens Utilities Company of Illinois and Wingren Walsh Inc., re: landscaping work.
  9. Contract, dated March 1, 1999, between Citizens Utilities Company of Illinois and Independent Paving Co. Inc., re: concrete and asphalt restorations.
- U. Natural Gas Pipeline Company License.
- V. Forest Preserve District License
- W. All software licenses referenced in Schedule 3.6, Item II.K. require consent or notice to transfer.

**SCHEDULE 3.10**

**TITLE - PERMITTED LIENS**

None.

SCHEDULE 3.11

REAL ESTATE PROCEEDINGS

This material has been determined to be confidential and proprietary  
by the Hearing Examiner.

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**SCHEDULE 3.12**

**TAXES**

None.

### SCHEDULE 3.15

#### LABOR RELATIONS

1. Collective Bargaining Agreement, dated May 1, 1999, as extended and amended, between Citizens Utilities Company of Illinois and United Food and Commercial Workers, AFL-CIO Local 100A.

### SCHEDULE 3.16.1

#### EMPLOYEE BENEFIT PLANS

<u>Employee Compensation and Benefit Plans</u>	<u>Providers of Service</u>
Citizens Pension Plan	N/A
Citizens 401k Savings Plan	Putnam
Citizens Utilities Company 1992 Employee Stock Purchase Plan	Solomon Smith Barney
Health Care Plan	North American Benefits (third party administrator) HMO: Blue Cross Blue Shield
Citizens Utilities Company Dental Plan	North American Benefits (third party administrator)
Vision Service Plan	Vision Service Provider
Long Term Salary Continuance Plan	CIGNA
Travel Accident Insurance	Continental
Basic Group Life Insurance	CIGNA
CUC Flexible Spending Accounts	North American Benefits (third part administrator)
Citizens Incentive Plan	N/A
Equity Incentive Plan	N/A
Citizens Executive Deferred Savings Plan	Putnam
Citizens Utilities Company Basic Severance Plan for Public Service	N/A
Citizens Post Retirement Benefit Plan	N/A
Employee Manual	N/A



**SCHEDULE 3.16.4**

**EMPLOYEE BENEFIT PLANS - COMPLIANCE**

None.

**SCHEDULE 3.16.9**

**EMPLOYEE BENEFIT PLANS - EXTRAORDINARY BENEFITS**

1. Citizens Retiree Medical Plan
2. Citizens Retiree Life Insurance Plan Insured with CIGNA
3. Collectively Bargained Voluntary Employee Benefit Trust Agreement
4. Non Collectively Bargained Voluntary Employee Benefit Trust Agreement
5. Change in Control Agreement, dated September 3, 1999, between Citizens Utilities Company and [REDACTED]
6. Stock Option Agreements with [REDACTED]  
which awards certain stock options to these employees for continuing in their current positions until Closing.

### SCHEDULE 3.17

#### ABSENCE OF UNDISCLOSED LIABILITIES

- I. Future rights and obligations under the following settlement agreements:
  - A. Country View Estates Partnership and Citizens Utilities Company of Illinois, dated February 18, 1999.
  - B. Montalbano Builders and Citizens Utilities Company of Illinois, dated November 19, 1996 (three related documents included).
  - C. Citizens Utilities Company of Illinois, Don Hedg and Firstar Bank N.A., dated October 28, 1996 (three related documents included).
  - d. Village of Orland Park, Derby Meadows Utility Co., Inc., Tope Corporation and Citizens Utilities Company of Illinois, dated October 8, 1992.
  - e. Citizens Utilities Company of Illinois and City of Prospect Heights, dated October, 1978
- II. Recapture agreements under tariffs
  - a. River Valley Sewer Line and Brookwood Sewer Line Agreements
  - b. Wood Creek Trunk Sewer Line (tariff provisions only)
  - c. Eastern Homer Township Trunk Sewer Facilities (tariff plus three developers to receive percentage of listed tariff)
- III. Pending acquisition from Terra Cotta Realty Co. referenced in Schedule 3.6.
- IV. Execution of Easements
  - a. MWRDGC--\$78,714.00/year (due June 30<sup>th</sup>). Additional \$89,868.00/year for temporary easement.
  - b. Forest Preserve District of DuPage County--\$935,574.00 due 30 days prior to construction.
  - c. Cook County Forest Preserve District--\$7,500.00/year when issued by District. Also up to 500,000 gallons of water annually from CUCI.
  - d. Argonne National Laboratory--\$77,950.00 due upon execution.
  - e. Natural Gas Pipeline Company of America--\$34,368.00 due upon execution.
  - f. Commonwealth Edison--\$1,403,157.00.

SCHEDULE 3.18

LITIGATION OR PROCEEDINGS

1.

This material has been determined to be confidential and proprietary by the Hearing Examiner.

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2.

3. Wheaton Crossing (ICC Docket No. 95-0577). Petition for approval of a contract for the provision of water service to areas in DuPage County. The contract does not strictly comply with ICC rules relating to construction of additional water facilities but a variance is being sought. Hearings have been completed, but the matter remains pending generally.
4. Year 2000 Compliance Deferral (Docket No. 98-0895). This is one of a series of requests filed throughout the country by Citizens. On April 16, 1999, the ICC Staff filed a motion to dismiss the proceeding. On June 17, 1999, the Hearing Examiner denied the ICC Staff's motion to dismiss. The ICC Staff filed testimony opposing the requested deferral, or alternatively arguing for an amortization period beginning in January 2000. A hearing was held September 23, 1999 for cross-examination of all witnesses. Briefs will be filed in November, 1999, after which the Hearing Examiner will prepare a Proposed Order to which the parties may file Exceptions and Replies.
5. Adamson, et al. v. Citizens Utilities Company of Illinois (ICC Docket Nos. 98-0811 through 98-0815 (Consolidated)). Complaints as to billing and services in subdivisions in Orland Township, Cook County, Illinois. Cases involve claims for refunds of alleged overcharges for periods from November 1996 through August 1999. Settlement

discussions have taken place, but proved unsuccessful to date. Discovery has commenced. Next status hearing is scheduled for December 6, 1999.

6. Sewage Treatment Plant Connection Fee. During its open meeting on June 21, 1999, the ICC voted to initiate an investigation of Citizens' Sewage Treatment Plant Connection Fee, set forth in Section 16 of its sewer tariff.

This material has been determined to be confidential and proprietary by the Hearing Examiner.

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8. Schedules 3.8 and 3.8.10 are incorporated herein by reference.

**SCHEDULE 3.19**

**SUPPLY OF UTILITIES**

None.

SCHEDULE 3.20

SELLER'S INSURANCE

This material has been determined to be confidential and proprietary by the Hearing Examiner.

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**SCHEDULE 3.22**

**WARN ACT**

None.



**SCHEDULE 3.23**

**CONDITION OF ASSETS**

None.

SCHEDULE 3.25

ALL ASSETS

None.

**SCHEDULE 3.27**

**PRODUCT LIABILITY**

None.

**SCHEDULE 4.7**

**IAWC's INSURANCE**

See attached.

Coverage	Effective Dates	Insurer	Policy Number	Description of Coverage	Limit of Liability
<b>Workers Comp-All States</b>	10/1/1999 - 10/1/2000	Travelers	TC2J-UB-260T326-2-99	Workers Compensation Employers Liability <i>Deductible</i>	Statutory \$1,000,000 \$350,000
<b>Workers Comp-AZ&amp;MA</b>		Travelers	TDRJ-UB-822K858-7-99	As Above except Retro policy	
<b>Auto Physical Damage</b>	10/1/1999 - 10/1/2000	Travelers	TJ-BAP-261T0530-TIL-99	Comprehensive - All vehicles - Deductible Leak Detection Vans - Comprehensive Leak Detection Vans - Collision	\$500 \$2,500 \$2,500
<b>Automobile Liability MA Automobile</b>	10/1/1999 - 10/1/2000	Travelers Travelers	TC2J/CAP/260T3298-TIL-99 TRJ-CAP-261T0529-TIL-99	Bodily Injury and Property Damage CSL <i>Deductible</i>	\$1,000,000 \$250,000
<b>General Liability</b>	10/1/1999 - 10/1/2000	Travelers	TC2J/GLSA/260T331-7/99	General aggregate Products Completed Operations Agg Each Occurrence Personal & Advertising Injury Fire Damage Legal Liability Medical Expense  <i>Deductible</i>	\$12,000,000 \$12,000,000 \$1,000,000 \$1,000,000 \$1,000,000 \$5,000  \$1,000,000
<b>OCP-Village of Portchester</b>	1/1/1999 - 1/1/2000	Travelers	TJ PRS 260T332-TIL-99	Bodily Injury and Property Damage/Agg	\$1,000,000
<b>OCP-NJ Turnpike Authority</b>	8/24/1999 - 8/24/2000	Travelers	TJ-PRS-822K8502-TIL-98	Bodily Injury and Property Damage/Agg	\$2,000,000
<b>Aircraft Non-Ownership</b>	8/4/1999 - 8/4/2000	Indemnity Ins of NA	AVG SO 03 92 18 2	Bodily Injury, Property Damage, Passenger <i>Deductible Ea Person Med Pay</i> <i>Each Acc Med Pay</i>	\$10,000,000 \$1,000 \$10,000
<b>Registered Mail</b>	2/2/1999 - 2/2/2000	Farmington/Aetna	44BX100864804 BCF	Any one shipping package Any one addressee any one day	\$500,000 \$1,000,000
<b>Travel Accident</b>	4/13/1999 - 4/13/2002	Life Ins of NA	SGL-670	Accidental Death Dismemberment Class I & II & IV (pres, Officers, spouses) Class III (Employees less than \$40,001) Class V (all other spouses)	\$500,000 \$400,000 \$250,000
<b>Environmental Consultants Professional Liability</b>	3/18/1999 - 3/18/2000	Admiral Ins	A98PL04577	Environmental Consultants, lab testing, Design of waste treatment plants <b>Agg</b> <i>Deductible</i>	\$1,000,000 Incl Defense \$2,500

Coverage	Effective Dates	Insurer	Policy Number	Description of Coverage	Limit of Liability
<b>Employment Practices</b>	9/30/1999-9/30/2000	Federal Ins.	8156-45-35	Each Loss/Each Policy Period inc defense <i>Deductible</i>	\$10,000,000 \$250,000
<b>Crime Bond</b>	7/22/1999 -7/22/2000	Federal Ins.	8103-56-98	Employee Theft Premises Transit Depositors Forgery Computer Theft and Funds Transfer  <i>Deductible</i>	\$5,000,000 \$5,000,000 \$5,000,000 \$5,000,000 \$5,000,000  \$10,000
<b>3 d Bond (Municipal Authorities)</b>	12/1/1998 - 12/1/1999	Federal Ins.	8058-61-94G	Employee Theft <i>Deductible</i>	\$1,000,000 \$2,500
<b>Directors &amp; Officers</b>	7/22/1999 -7/22/2000	Federal Ins.	8103-56-98	Directors and Officers Incl Defense Outside Directors and Officers incl JV <i>Deductible</i>	\$25,000,000 \$25,000,000 \$1,000,000
<b>XS D&amp;O</b>	7/22/1999 -7/22/2000	Gulf	GA 0280382	Excess over Federal Insurance \$25,000,000	\$25,000,000
<b>Fiduciary Liability</b>	7/22/1999 -7/22/2000	Federal Ins.	8103-56-98	Per Wrongful Act Incl Defense <i>Deductible</i>	\$25,000,000 \$10,000
<b>Kidnap, Ransom, Extortion</b>	7/22/1998 - 7/22/2001	National Union	647-2551	K&R, Extortion, Business Interruption, Contamination Death Benefit	\$10,000,000 \$250,000 Per Person/Per Incident

Coverage	Effective Dates	Insurer	Policy Number	Description of Coverage	Limit of Liability
<b>Property (Retro)</b>	9/01/1999 - 9/1/2000	Travelers	KTJ-CMB-295T525-5-99 KTJ-CMB-295T526-7-99 MA Capital	All Risk Real & Personal Property Flood Aggregate Dams any one loss Earthquake Ex CA, HI, New Madrid Fault Earthquake CA, HI, New Madrid Fault Business Income, Extra Expense Sue & labor Contractors Equipment Personal Property of Employees Valuable Papers Transit  <i>Deductible:</i> Per Occurrence Except: Flood Excluding Zones A and V Flood Zones A and V Earthquake Agg Ex CA, HI, New Madrid Fault Earthquake CA, HI, New Madrid Fault  Wind Tier One Direct Damage Wind Tier One Business Income	\$100,000,000 \$20,000,000 \$25,000,000 \$25,000,000 \$2,500,000 \$1,000,000 \$3,000,000 \$5,000,000 \$5,000 \$1,000,000 \$1,000,000  \$1,000 \$25,000 \$250,000 \$25,000 5% and 168 Hours BI  2% of value of structure 2% of net profit/expenses
<b>Excess Quake For CA and HI</b>	9/01/1999 - 9/1/2000	Pacific Ins RLI Ins United Fire Lloyd's Greenwich Ins	ZG0014092 IMF0032704 UIM465027 LLB122445 WRG700406	Real Property including Boosters/ Equipment/Tanks/Reservoirs ex Dams, Rents  <i>Deductible</i>	\$22,500,000 Excess of \$2,500,000  5% of RC per location
<b>Excess Flood</b>	9/01/1999 - 9/1/2000	Royal Indemnity Westchester	RHD307-99 IMA429935	Excess of Travelers Flood (\$20mm(?))	\$10,000,000
<b>Boiler &amp; Machinery</b>	6/1/1999 - 6/1/2000	Hartford Steam	FBP8656466	Equipment Breakdown <i>Deductible Motors of 500HP &amp; Over</i> <i>All Other</i>	\$2,000,000 \$5,000 \$1,000
<b>Builders Risk</b>	Until Cancelled	Travelers	KTJ-CMB-257T425-0/99	Any one job site Flood/Quake Each Occ/Aggregate  <i>Deductible Except:</i> Flood/Quake Soft Costs Time Element	\$25,000,000 \$15,000,000  \$500 \$5,000 \$1,000 2 days

Coverage	Effective Dates	Insurer	Policy Number	Description of Coverage	Limit of Liability
Excess Liability	10/1/1999 - 10/1/2000	Various (London)	Various	Excess General and Auto Liability	\$99,000,000 excess of \$1,000,000 primary
Excess Liability	10/1/1999 - 10/1/2000	Energy Ins. Mutual	Various	Excess General and Auto Liability	\$100,000,000 excess of \$100,000,000



## SCHEDULE 5.1

### CONDUCT OF BUSINESS

Citizens shall be permitted to take the following actions after the date of the Agreement until the Closing Date:

1. Take any action that Citizens reasonably deems appropriate to prepare for any potential interruption of service due to any "Year 2000 Problem."
2. Purchase an easement for the Illinois Pipeline from the Commonwealth Edison (\$1,403,157.00).
3. Consummation of the Asset Purchase and Exchange Agreement, dated February 27, 1996, as amended, among Citizens Utilities Company of Illinois, the Village of Bolingbrook and Citizens Lake Water Company (f/k/a Citizens Water Resources Company).
4. Consummation of the option pursuant to the Village of Bedford Park, Water Supply and Purchase Agreement.
5. Donation of 10 acres of real property (mostly wetlands) in Homer Township, not used in the Business, for a public park.
6. Consummation of the Option Agreement to Purchase Land, dated December 4, 1998, between Standard Bank & Trust Company (a.k.a. Orchard Hill Building Co.) and Citizens Utilities Company of Illinois.
7. This material has been determined to be confidential and proprietary by the Hearing Examiner.
- 8.

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**SCHEDULE 5.9.1**

**EMPLOYEES**

See attached.

SCHEDULE 5.9.1

Schedule 5.9.1										
Employee Listing by job classifications										
Count	St	Bus Unit	Job Code	Title		Full/Part	Location	Hrly/Sal	Exempt Status	EEO-1 Cat
1	IL	009	IL002	Assistant, Administrative		F	Woodridge Office/Admin			
			IL002 Co			1				
1	IL	009	IL004	Engineer, Sanitary Project		F	Woodridge Office/Admin			
1	IL	009	IL004	Engineer, Sanitary Project		F	Woodridge Office/Admin			
			IL004 Co			2				
1	IL	109	IL010	Maintenance Person I, Field		F	Woodridge Union			
			IL010 Co			1				
1	IL	009	IL011	Coord, Collection		F	Woodridge Office/Admin			
			IL011 Co			1				
1	IL	109	IL013	Cust Svc-I		F	Woodridge Union			
1	IL	109	IL013	Cust Svc-I		F	Woodridge Union			
			IL013 Co			2				
1	IL	009	IL014	Rep, Cust Svc		F	Woodridge Office/Admin			
1	IL	009	IL014	Rep, Cust Svc		F	Woodridge Office/Admin			
1	IL	009	IL014	Rep, Cust Svc		F	Woodridge Office/Admin			
1	IL	009	IL014	Rep, Cust Svc		F	Woodridge Office/Admin			
1	IL	009	IL014	Rep, Cust Svc		F	Woodridge Office/Admin			
1	IL	009	IL014	Rep, Cust Svc		F	Woodridge Office/Admin			
1	IL	009	IL014	Rep, Cust Svc		F	Woodridge Office/Admin			
			IL014 Co			7				
1	IL	009	IL018	Engineer Tech		F	Woodridge Office/Admin			
1	IL	009	IL018	Engineer Tech		F	Woodridge Office/Admin			
			IL018 Co			2				
1	IL	009	IL021	Eng, Field Const		F	Woodridge Office/Admin			
			IL021 Co			1				
1	IL	109	IL022	Maintenance Repair, I		F	Woodridge Union			
			IL022 Co			1				
1	IL	109	IL023	Laborer, Apprentice		F	Woodridge Union			
			IL023 Co			1				
1	IL	009	IL026	Mgr, North Operations		F	Woodridge Office/Admin			
			IL026 Co			1				
1	IL	009	IL029	Dir, Engineering Services		F	Woodridge Office/Admin			
			IL029 Co			1				
1	IL	009	IL033	Mgr, South Operations		F	Woodridge Office/Admin			
			IL033 Co			1				
1	IL	109	IL034	Operator, S-28I		F	Woodridge Union			
1	IL	109	IL034	Operator, S-28I		F	Woodridge Union			
			IL034 Co			2				
1	IL	009	IL035	Supt, General Field Oper		F	Woodridge Office/Admin			

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\*Business Unit Codes beginning with "0" indicate that such employee is a non-union employee  
Business Unit Codes beginning with "1" indicate that such employee is a union employee

SCHEDULE 5.9.1

			IL035 Co		1		
1	IL	009	IL036	Engineer, Sanitary Project	F		Woodridge Office/Admin
			IL036 Co		1		
1	IL	109	IL037	Oper-In-Charge, S-1AI	F		Woodridge Union
1	IL	109	IL037	Oper-In-Charge, S-1AI	F		Woodridge Union
			IL037 Co		2		
1	IL	109	IL039	Meter Repair/Inventory Clerk 1	F		Woodridge Union
			IL039 Co		1		
1	IL	009	IL043	Assistant, Operations	F		Woodridge Office/Admin
			IL043 Co		1		
1	IL	009	IL045	Spvr, Administrative	F		Woodridge Office/Admin
			IL045 Co		1		
1	IL	009	IL048	Spvr, Fleet, Metering & Bldg.	F		Woodridge Office/Admin
			IL048 Co		1		
1	IL	109	IL049	Working Foreman I	F		Woodridge Union
			IL049 Co		1		
1	IL	009	IL050	Assoc General Counsel	F		Woodridge Office/Admin
			IL050 Co		1		
1	IL	009	IL052	Staff Accountant II	F		Woodridge Office/Admin
			IL052 Co		1		
1	IL	009	IL054	Staff Accountant I	F		Woodridge Office/Admin
			IL054 Co		1		
1	IL	009	IL055	Supt, Operations	F		Woodridge Office/Admin
			IL055 Co		1		
1	IL	009	IL057	Coord, Operations	F		Woodridge Office/Admin
1	IL	009	IL057	Coord, Operations	F		Woodridge Office/Admin
			IL057 Co		2		
1	IL	009	IL058	Spvr, Customer Service	F		Woodridge Office/Admin
			IL058 Co		1		
1	IL	009	IL060	Operator, Data Systems	F		Woodridge Office/Admin
			IL060 Co		1		
1	IL	009	IL061	Spvr, Operations	F		Woodridge Office/Admin
			IL061 Co		1		
1	IL	009	IL062	Specialist, Purchasing	F		Woodridge Office/Admin
			IL062 Co		1		
1	IL	009	IL071	Mgr, Illinois Water	F		Woodridge Office/Admin
			IL071 Co		1		
1	IL	009	IL074	Mgr, Procurement - PS	F		Woodridge Office/Admin
			IL074 Co		1		
1	IL	009	IL077	Secretary	F		Woodridge Office/Admin
			IL077 Co		1		
1	IL	009	IL080	Coord, Revenue & Cost	F		Woodridge Office/Admin
			IL080 Co		1		
1	IL	009	IL087	Spvr, Technical Services	F		Woodridge Office/Admin

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SCHEDULE 5.9.1

			IL087 Co		1		
1	IL	009	IL089	Secretary/Receptionist	F		Woodridge Office/Admin
			IL089 Co		1		
1	IL	009	IL091	Human Resources Assistant	F		Woodridge Office/Admin
			IL091 Co		1		
1	IL	009	IL100	Rep, Human Resources	F		Woodridge Office/Admin
			IL100 Co		1		
1	IL	009	IL102	Eng, Sr. Field	F		Woodridge Office/Admin
			IL102 Co		1		
1	IL	009	IL103	Mgr, Development Services	F		Woodridge Office/Admin
			IL103 Co		1		
1	IL	109	IL105	Maint. Mechanic, Master I	F		Woodridge Union
			IL105 Co		1		
1	IL	109	IL106	Mechanic II (A), Auto	F		Woodridge Union
			IL106 Co		1		
1	IL	109	IL119	Equipment Operator II	F		Woodridge Union
1	IL	109	IL119	Equipment Operator II	F		Woodridge Union
			IL119 Co		2		
1	IL	109	IL134	Operator, S-2BII	F		Woodridge Union
1	IL	109	IL134	Operator, S-2BII	F		Woodridge Union
1	IL	109	IL134	Operator, S-2BII	F		Woodridge Union
1	IL	109	IL134	Operator, S-2BII	F		Woodridge Union
			IL134 Co		4		
1	IL	109	IL149	Working Foreman II	F		Woodridge Union
1	IL	109	IL149	Working Foreman II	F		Woodridge Union
1	IL	109	IL149	Working Foreman II	F		Woodridge Union
			IL149 Co		3		
1	IL	109	IL151	Sewer Jet Rodder, Oper II	F		Woodridge Union
			IL151 Co		1		
1	IL	109	IL207	Equipment Oper, Semi-Trac II	F		Woodridge Union
			IL207 Co		1		
1	IL	109	IL213	Cust Svc-III	F		Woodridge Union
1	IL	109	IL213	Cust Svc-III	F		Woodridge Union
1	IL	109	IL213	Cust Svc-III	F		Woodridge Union
1	IL	109	IL213	Cust Svc-III	F		Woodridge Union
			IL213 Co		4		
1	IL	109	IL219	Equipment Operator III	F		Woodridge Union
1	IL	109	IL219	Equipment Operator III	F		Woodridge Union
1	IL	109	IL219	Equipment Operator III	F		Woodridge Union
			IL219 Co		3		
1	IL	109	IL223	Laborer, II	F		Woodridge Union
			IL223 Co		1		
1	IL	109	IL228	Meter Reader III	F		Woodridge Union
1	IL	109	IL228	Meter Reader III	F		Woodridge Union

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SCHEDULE 5.9.1

			<b>IL228 Co</b>	2		
1	IL	109	IL234	Operator, S-2BIII	F	Woodridge Union
1	IL	109	IL234	Operator, S-2BIII	F	Woodridge Union
			<b>IL234 Co</b>	2		
1	IL	109	IL249	Working Foreman III	F	Woodridge Union
			<b>IL249 Co</b>	1		
1	IL	109	IL279	Operator A-III	F	Woodridge Union
1	IL	109	IL279	Operator A-III	F	Woodridge Union
1	IL	109	IL279	Operator A-III	F	Woodridge Union
			<b>IL279 Co</b>	3		
1	IL	109	IL306	Mechanic II (C), Auto	F	Woodridge Union
			<b>IL306 Co</b>	1		

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SCHEDULE 5.9.1

1	IL	109	IL323	Laborer, III	F	Woodridge Union
1	IL	109	IL323	Laborer, III	F	Woodridge Union
1	IL	109	IL323	Laborer, III	F	Woodridge Union
			IL323 Co		3	
1	IL	109	IL364	Operator In Training, III	F	Woodridge Union
			IL364 Co		1	
1	IL	109	IL434	Operator, S-3CII	F	Woodridge Union
1	IL	109	IL434	Operator, S-3CII	F	Woodridge Union
1	IL	109	IL434	Operator, S-3CII	F	Woodridge Union
			IL434 Co		3	
1	IL	109	IL534	Operator, S-3CIII	F	Woodridge Union
			IL534 Co		1	
91	IL Total					

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SCHEDULE 5.12

WATER SECTOR RETIREES AND "GRANDFATHERED" TRANSFERRED EMPLOYEES

- I. "Grandfathered" Transferred Employees: The following employees will be "grandfathered" for retiree medical benefits:



- II. Water Sector Retirees:





**SCHEDULE 5.15**

**CITIZENS' GUARANTEES AND SURETY INSTRUMENTS**

1. See attached list of surety instruments.

CITIZENS UTILITIES COMPANY  
ILLINOIS  
Water & Wastewater Sector  
Surety Bond Listing

BOND NO.	PRINCIPAL	OBLIGEE	STATE	BOND TYPE	BOND AMOUNT	EFF. DATE	EXP. DATE	SURETY COMPANY
2608248	CITIZENS UTILITIES CO.	COUNTY OF COOK, IL	IL	SUBDIVISION BOND	\$25,000	8/06/98	8/06/99	SEABOARD SURETY CO.
32648595	PEGGY S. DAVIDSON	STATE OF ILLINOIS	IL	NOTARY PUBLIC BOND	\$5,000	8/08/95	8/08/99	SEABOARD SURETY CO.
35393597	JOANNE M. SCOTT	STATE OF ILLINOIS	IL	NOTARY PUBLIC BOND	\$5,000	10/14/97	10/14/01	SEABOARD SURETY CO.
1200099	CITIZENS UTILITIES CO. OF IL	COOK COUNTY, STATE OF IL	IL	HIGHWAY PERMIT BOND	\$50,000	1/20/99	1/20/00	SEABOARD SURETY CO.
733221	CITIZENS UTILITIES CO. OF IL	VILLAGE OF BOILING BROOK	IL	LICENSE BOND	\$5,000	2/10/99	2/10/00	SEABOARD SURETY CO.
95981496	CITIZENS UTILITIES CO.	COUNTY OF DUPAGE, IL	IL	HIGHWAY PERMIT BOND	\$2,000	4/19/99	4/19/00	SEABOARD SURETY CO.
190559	CITIZENS UTILITIES CO. OF IL	THE CITY OF DES PLAINES, IL	IL	HIGHWAY PERMIT BOND	\$10,000	4/26/99	4/26/00	SEABOARD SURETY CO.
	(1) CITIZENS WATER RESOURCES OF IL	MILTON TOWNSHIP HIGHWAY DEPT.	IL	HIGHWAY PERMIT BOND	\$13,559	8/20/99	8/20/00	
	(2) CITIZENS WATER RESOURCES OF IL	VILLAGE OF WINFIELD	IL	PERFORMANCE BOND	\$10,000	7/26/99	7/26/00	
				TOTAL LIABILITY	\$125,559			

(1) Cash to be refunded upon satisfactory completion of restoration of right-of-way and driveways.

(2) Cash deposit with the Village intended to be a bond held by the Village. The \$10,000 will be refunded upon satisfactory completion of a watermain project in our Liberty Ridge Service Area. This is documented in a letter dated August 11, 1999 from the Village of Winfield.

CITIZENS UTILITIES COMPANY  
ILLINOIS  
Water & Wastewater Sector  
Letter of Credit Listing

Issuer	Sector	Beneficiary	State	Type	Amount	Issue date	Term	Evergreen?	Bank	Number	Collateral	Amount	Comments
Citizens Utilities Company of Illinois	WWW	County of Will	IL	Performance	\$ 19,514	8/23/99	15 mos	no	Oak Brook Bank	4701	CD #1000067890	\$ 19,514.20	Derby Meadows Water Reclamation Facility Expansion
Citizens Utilities Company of Illinois	WWW	County of Will	IL	Performance	\$ 12,421	1/28/99	15 mos	no	Oak Brook Bank	4673	CD#1000061892	\$ 12,421.20	Chickasaw WRF
Citizens Utilities Company of Illinois	WWW	County of Will	IL	Performance	\$ 21,188	12/10/97	15 mos	no	Oak Brook Bank	4633	CD#1000053817	\$ 21,200.00	extended to 12/10/99
Citizens Utilities Company of Illinois	WWW	Village of Glenview (IL)	IL	Performance	\$ 2,234,300	12/8/94	1 yr	yes	Chase	T-294247	none		Diminishing bond to backup principal payments. Last payment 12/1/12

Expired:  
Citizens Water Resources Company WWW Metropolitan Water Recla IL Performance \$ 2,000,000 8/19/96 to 10/25/ no Chase T-255402

## **SCHEDULE 5.17**

### **PERMITS**

1. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Arbury.
2. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Arrowhead.
3. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Chicago Suburban.
4. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Country Club Highlands.
5. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Derby Meadows.
6. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for DuPage Utility.
7. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Fernway.
8. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Liberty Ridge.
9. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Lombard Heights.
10. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Valley View.
11. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocations for Waycinden.
12. Illinois Department of Natural Resources, Office of Water Resources, issued to Citizens Utilities Company of Illinois, re: Lake Michigan Water Allocation for West Suburban/Santa Fe.
13. Non-Hazardous Special Waste Hauling Permit No. 0698, issued to Citizens Utilities Company of Illinois by the Illinois EPA, expires November 30, 2000.

14. FCC Radio Station License (Ohio IG conventional industrial), issued on March 20, 1998, to Citizens Utilities Company of Illinois, call sign KRI938, File no. 9604D032109, expires March 20, 2003.
15. Illinois EPA Inventory Identification Number Application - Inventory #0430609202, re: Lloyd Avenue tank painting.
16. US EPA Notification of Regulated Waste Activity Permit -- Installation, EPA I.D.# ILR800063487, re: Lloyd Avenue tank painting.
17. National Pollutant Discharge Elimination System (NPDES) Permit, re: West Suburban #1, expires November 30, 2000.
18. National Pollutant Discharge Elimination System (NPDES) Permit IL0031551, re: Valley Marina, expires August 31, 2002.
19. National Pollutant Discharge Elimination System (NPDES) Permit, re: Santa Fe Reclamation Facility, expires November 30, 2000.
20. National Pollutant Discharge Elimination System (NPDES) Permit, re: River Grange, expires July 31, 2001.
21. National Pollutant Discharge Elimination System (NPDES) Permit, re: Ridgecrest, expires April 30, 2002.
22. National Pollutant Discharge Elimination System (NPDES) Permit, re: Oak Valley, expires July 31, 2001.
23. National Pollutant Discharge Elimination System (NPDES) Permit, re: Nettle Creek, expires September 30, 2003.
24. National Pollutant Discharge Elimination System (NPDES) Permit, re: Essington Commons, expired November 30, 1998 (renewal permit application has been submitted).
25. National Pollutant Discharge Elimination System (NPDES) Permit, re: Derby Meadows, expires November 30, 2001.
26. National Pollutant Discharge Elimination System (NPDES) Permit, re: Chickasaw, expires August 31, 2001.
27. National Pollutant Discharge Elimination System (NPDES) Permit, re: Arbury (Permit No. IL0032778), expires November 30, 2004.

28. National Pollutant Discharge Elimination System (NPDES) Permit, re: West Suburban #2 IL0031551, expires November 30, 2000.
29. Special Exception Permits: CUCI possesses these permits for most of its well water systems. These permits exempt CUCI from the requirements to sample for Synthetic Organic Chemicals (SOCs) and Volatile Organic Chemicals (VOCs) for a two-year period.
30. Public Water Supply Construction Permit, No. 0448-FY1999, Illinois EPA, issued on October 7, 1998, to Citizens Utilities Company of Illinois.
31. Public Water Supply Construction Permit, No. 1537-FY1999, Illinois EPA, issued on April 15, 1999, to Citizens Utilities Company of Illinois.
32. Water Pollution Control Permit, No. 1998-SC-0380, Illinois EPA, re: Land Application of Sewage Sludge, issued April 21, 1998, expires March 31, 2003.
33. Water Pollution Control Permit, No. 1999-GB-1836, Illinois EPA, issued on March 1, 1999 to Citizens Utilities Company of Illinois.
34. Water Pollution Control Permit, No. 1999-GB-1835, Illinois EPA, issued on June 4, 1999 to Citizens Utilities Company of Illinois.
35. Water Pollution Control Permit, No. 1999-GB-4364, Illinois EPA, issued on September 24, 1999 to Citizens Utilities Company of Illinois.
36. Water Pollution Control Permit, No. 1999-HB-4733, Illinois EPA, issued on September 23, 1999 to Citizens Utilities Company of Illinois.
37. Water Pollution Control Permit, No. 1999-HB-3911, Illinois EPA, issued on July 2, 1999 to Citizens Utilities Company of Illinois.
38. Water Pollution Control Permit, No. 1998-HB-0338, Illinois EPA, issued on March 19, 1998 to Citizens Utilities Company of Illinois.
39. Water Pollution Control Permit, No. 1999-HB-3982, Illinois EPA, issued on July 20, 1999 to Citizens Utilities Company of Illinois.
40. Water Pollution Control Permit, No. 1999-HB-3219, Illinois EPA, issued on March 23, 1999 to Citizens Utilities Company of Illinois.
41. Water Pollution Control Permit, No. 1999-HB-4156, Illinois EPA, issued on August 6, 1999 to Citizens Utilities Company of Illinois.

42. Water Pollution Control Permit, No. 1999-HB-4333, Illinois EPA, issued on August 12, 1999 to Citizens Utilities Company of Illinois.
43. Water Pollution Control Permit, No. 1999-HB-4673, Illinois EPA, issued on September 1, 1999 to Citizens Utilities Company of Illinois.
44. Water Pollution Control Permit, No. 1999-HB-4820, Illinois EPA, issued on September 29, 1999 to Citizens Utilities Company of Illinois.
45. Water Pollution Control Permit, No. 1999-HB-4178, Illinois EPA, issued on July 21, 1999 to Citizens Utilities Company of Illinois.
46. Water Pollution Control Permit, No. 1999-HB-5103, Illinois EPA, issued on November 3, 1999 to Citizens Utilities Company of Illinois (LaGrou Bolingbrook, LLC).
47. Water Pollution Control Permit, No. 1999-HB-5059, Illinois EPA, issued on November 4, 1999 to Citizens Utilities Company of Illinois (Morey Realty Group, Inc.).
48. Water Pollution Control Permit, No. 1999-HB-5347, Illinois EPA, issued on December 23, 1999 to Citizens Utilities Company of Illinois (IDI).
49. Water Pollution Control Permit, No. 1999-HB-5223, Illinois EPA, issued on December 7, 1999 to Citizens Utilities Company of Illinois.
50. Water Pollution Control Permit, No. 1999-HB-5315, Illinois EPA, issued on November 17, 1999 to Citizens Utilities Company of Illinois.
51. Water Pollution Control Permit, No. 2000-HB-5620, Illinois EPA, issued on January 7, 2000 to Citizens Utilities Company of Illinois (F.U.B. Partnership).
52. Illinois EPA Operating Permit No. 0405-FY2000, issued December 14, 1999, re: Citizens West Suburban DVN.
53. Illinois EPA Operating Permit No. 0833-FY2000, issued December 14, 1999, re: Citizens Homer Township.
54. Illinois EPA Operating Permit No. 2270-FY1999, issued December 14, 1999, re: Citizens West Suburban DVN.
55. Illinois EPA Operating Permit No. 0338-FY2000, issued December 14, 1999, re: Citizens West Suburban DVN.
56. Illinois EPA Operating Permit No. 1536-FY1999, issued December 14, 1999, re: Citizens West Suburban DVN.

57. Illinois EPA Operating Permit No. 1580-FY1999, issued December 14, 1999, re: Citizens West Suburban DVN.
58. Illinois EPA Operating Permit No. 1999-FY1999, issued December 14, 1999, re: Citizens Santa Fe DVN.
59. Illinois EPA Operating Permit No. 2101-FY1999, issued December 14, 1999, re: Citizens Santa Fe DVN.
60. Illinois EPA Operating Permit No. 2348-FY1999, issued December 14, 1999, re: Citizens Santa Fe DVN.
61. Public Water Supply Construction Permit, No. 1178-FY2000, Illinois EPA, issued on December 29, 1999 to Citizens Utilities Company of Illinois.
62. Public Water Supply Construction Permit, No. 0723-FY2000, Illinois EPA, issued on November 2, 1999, to Citizens Utilities Company of Illinois.
63. Public Water Supply Construction Permit, No. 0904-FY2000, Illinois EPA, issued on November 16, 1999, to Citizens Utilities Company of Illinois.
64. Public Water Supply Construction Permit, No. 0826-FY2000, Illinois EPA, issued on November 5, 1999, to Citizens Utilities Company of Illinois.
65. Public Water Supply Construction Permit, No. 0833-FY2000, Illinois EPA, issued on November 2, 1999, to Citizens Utilities Company of Illinois.
66. Metropolitan Water Reclamation District of Greater Chicago, Permit No. 99-508, issued to Citizens Utilities Company of Illinois on December 10, 1999, re: Hunter Ridge Park.
67. Construction and Operation Permits: These are permits for various small projects. [Note: There are numerous permits that can be listed individually upon the request of Buyer.]

**LAKE MICHIGAN WATER TRANSMISSION SYSTEM**  
**PERMITS**

1. U.S. Army Corps of Engineers, Section 404 Wetlands/Section 10 Navigation, Permit, issued April 2, 1999, re: construction permit for east and south legs of the pipeline.
2. U.S. Army Corps of Engineers, Section 404 Wetlands/Section 10 Navigation, Permit, issued September 27, 1999, re: construction permit for west leg of the pipeline.
3. Illinois EPA Water, Water Supply Construction Permit No. 0926-FY2000, issued December 2, 1999.



4. Illinois EPA Water, Water Supply Construction Permit No. 0594-FY2000, issued October 19, 1999.
5. Illinois EPA Water, Water Supply Construction Permit No. 0292-FY2000, issued October 13, 1999.
6. Illinois EPA Water, Water Supply Construction Permit No. 0595-FY2000, issued November 16, 1999.
7. Illinois Department of Transportation, Division of Highways, Construction Permit No. 99-3581, re: LaGrange Road.
8. Illinois Department of Transportation, Division of Highways, Construction Permit No. 99-3580, re: Willow Springs Road.
9. Illinois Department of Transportation, Division of Highways, Construction Permit No. 99-3584, re: Route 83.
10. Illinois Department of Transportation, Division of Highways, Construction Permit No. 99-3583, re: 111<sup>th</sup> Street.
11. Illinois Department of Transportation, Division of Highways, Construction Permit No. 99-3579, re: Archer.
12. Illinois Department of Transportation, Division of Highways, Construction Permit No. 99-3582, re: McCarthy.
13. Illinois State Toll Highway Authority, Permit, issued December 17, 1999, Construction Permit No. NS99-25, re: Water Transmission Main (I-355).
14. Cook County Highway Department, Construction Permit No. 96-06-1170, issued December 28, 1999, re: crossing 131<sup>st</sup> Street.
15. Will County Highway Department, Construction Permit No. E3775, issued September 13, 1999, re: crossing 143<sup>rd</sup> Street.

#113521v5<Manage> -Illinois Permit Schedules.wpd

## SCHEDULE 6.1.7

### RELATED PURCHASE AGREEMENTS

1. Asset Purchase Agreement, dated as of October 15, 1999, by and among Citizens Utilities Company and certain of its Affiliates, American Water Works Company, Inc., and Arizona-American Valley Water Company. (Arizona)
2. Asset Purchase Agreement, dated as of October 15, 1999, by and among Citizens Utilities Company, Citizens Resources Company, Citizens Utilities Company of California, Citizens Business Services Company, American Water Works Company, Inc., and California-American Water Company. (California)
3. Asset Purchase Agreement, dated as of October 15, 1999, by and among Citizens Utilities Company, Flowing Wells, Inc., American Water Works Company, Inc., and Indiana-American Water Company. (Indiana)
4. Asset Purchase Agreement, dated as of October 15, 1999, by and among Citizens Utilities Company, Citizens Resources Company, Citizens Utilities Company of Ohio, Citizens Business Services Company, American Water Works Company, Inc. and Ohio-American Water Company. (Ohio)
5. Asset Purchase Agreement, dated as of October 15, 1999, by and among Citizens Utilities Company, Citizens Resources Company, Citizens Utilities Water Company of Pennsylvania, Citizens Business Services Company, American Water Works Company, Inc., and Pennsylvania-American Water Company. (Pennsylvania)